

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Debtors:** Delphi Corporation, et al.<sup>(1)</sup>  
**Case Number:** Jointly Administered 05-44481 (RDD)

**Monthly Operating Report for the Month Ended:**  
November 30, 2006

**Debtors' Address:**  
5725 Delphi Drive  
Troy, Michigan 48098

**Monthly Operating Loss:** \$190 million

**Debtors' Attorneys:**

John Wm. Butler Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
Telephone: (312) 407-0700  
Facsimile: (312) 407-0411

And

Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
Telephone: (212) 735-3000  
Facsimile: (212) 735-2000

**Report Preparer:**

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the information contained therein is complete, accurate, and truthful to the best of my knowledge.<sup>(2)</sup>

**Date:** December 29, 2006

/s/ ROBERT J. DELLINGER

Robert J. Dellinger  
Executive Vice President and Chief Financial Officer

(1) See next page for a listing of Debtors by case number.

(2) All amounts herein are unaudited and subject to revision. The Debtors reserve all rights to revise this report.

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<sup>(1)</sup> The Debtors in these jointly administered cases are as follows:

<b>Debtor Name</b>	<b>Case Number</b>
Delphi NY Holdings Corporation	05-44480
Delphi Corporation	05-44481
ASEC Manufacturing General Partnership	05-44482
ASEC Sales General Partnership	05-44484
Environmental Catalysts, LLC	05-44503
Delphi Medical Systems Colorado Corporation	05-44507
Delphi Medical Systems Texas Corporation	05-44511
Delphi Medical Systems Corporation	05-44529
Specialty Electronics International Ltd.	05-44536
Specialty Electronics, Inc.	05-44539
Delphi Liquidation Holding Company	05-44542
Delphi Electronics (Holding) LLC	05-44547
Delphi Technologies, Inc.	05-44554
Delphi Automotive Systems Tennessee, Inc.	05-44558
Delphi Mechatronic Systems, Inc.	05-44567
Delphi Automotive Systems Risk Management Corporation	05-44570
Exhaust Systems Corporation	05-44573
Delphi China LLC	05-44577
Delphi Automotive Systems Korea, Inc.	05-44580
Delphi International Services, Inc.	05-44583
Delphi Automotive Systems Thailand, Inc.	05-44586
Delphi Automotive Systems International, Inc.	05-44589
Delphi International Holdings Corporation	05-44591
Delphi Automotive Systems Overseas Corporation	05-44593
Delphi Automotive Systems (Holding), Inc.	05-44596
Delco Electronics Overseas Corporation	05-44610
Delphi Diesel Systems Corporation	05-44612
Delphi LLC	05-44615
Aspire, Inc.	05-44618
Delphi Integrated Service Solutions, Inc.	05-44623
Delphi Connection Systems	05-44624
Packard Hughes Interconnect Company	05-44626
DREAL, Inc.	05-44627
Delphi Automotive Systems Services LLC	05-44632
Delphi Services Holding Corporation	05-44633
Delphi Automotive Systems Global (Holding), Inc.	05-44636
Delphi Foreign Sales Corporation	05-44638
Delphi Automotive Systems Human Resources LLC	05-44639
Delphi Automotive Systems LLC	05-44640
Delphi Furukawa Wiring Systems LLC	05-47452
Delphi Receivables LLC	05-47459
MobileAria, Inc.	05-47474

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**CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENT OF OPERATIONS**  
**(Non-filed entities, principally non-U.S. subsidiaries, excluded from Debtor group)**

	<b>Month Ended November 30, 2006</b>	<b>Year to Date January 1 to November 30, 2006</b>
	(in millions)	
Net sales:		
General Motors and affiliates .....	\$ 752	\$ 9,266
Other customers.....	523	6,242
Intercompany non-Debtor subsidiaries.....	<u>52</u>	<u>556</u>
Total net sales .....	<u>1,327</u>	<u>16,064</u>
Operating expenses:		
Cost of sales, excluding items listed below .....	1,362	16,189
U.S. employee special attrition program charges .....	-	2,932
Selling, general and administrative .....	101	974
Depreciation and amortization .....	54	594
Total operating expenses .....	<u>1,517</u>	<u>20,689</u>
Operating loss .....	(190)	(4,625)
Interest expense (contractual interest expense was \$42 million and \$478 million, respectively) .....	(31)	(341)
Other income (expense), net.....	<u>(3)</u>	<u>(7)</u>
Loss before reorganization items, income tax expense, equity income, and cumulative effect of accounting change .....	(224)	(4,973)
Reorganization items, net .....	(5)	(52)
Income tax expense .....	-	(28)
Equity income from non-consolidated subsidiaries, net of tax.....	6	46
Equity income (loss) from non-Debtor subsidiaries, net of tax .....	(3)	346
Cumulative effect of accounting change, net of tax .....	<u>-</u>	<u>3</u>
Net loss .....	<u>\$ (226)</u>	<u>\$ (4,658)</u>

The accompanying notes are an integral part of the financial statements.

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**CONDENSED COMBINED DEBTORS-IN-POSSESSION BALANCE SHEET**  
**(Non-filed entities, principally non-U.S. subsidiaries, excluded from Debtor group)**

	<u>November 30, 2006</u> (in millions)
<b>ASSETS</b>	
Current assets:	
Cash and cash equivalents.....	\$ 339
Restricted cash .....	106
Accounts receivable, net:	
General Motors and affiliates.....	1,928
Other third parties .....	1,203
Non-Debtor subsidiaries .....	312
Notes receivable from non-Debtor subsidiaries .....	341
Inventories, net:	
Productive material, work-in-process and supplies.....	959
Finished goods .....	277
Prepaid expenses and other .....	293
Total current assets .....	5,758
Long-term assets:	
Property, net.....	2,415
Investments in affiliates .....	367
Investments in non-Debtor subsidiaries .....	3,670
Goodwill .....	152
Other intangible assets, net .....	37
Pension intangible assets.....	394
Other .....	318
Total assets.....	\$ 13,111
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	
Current liabilities not subject to compromise:	
Secured debt in default.....	\$ 2,492
Debtor-in-possession financing.....	250
Accounts payable .....	1,287
Accounts payable to non-Debtor subsidiaries .....	373
Accrued liabilities .....	1,221
Total current liabilities not subject to compromise .....	5,623
Long-term liabilities not subject to compromise:	
Employee benefit plan obligations and other .....	765
Liabilities subject to compromise .....	16,805
Total liabilities .....	23,193
Stockholders' deficit:	
Common stock, \$0.01 par value, 1,350 million shares authorized, 565 million shares issued.....	6
Additional paid-in capital.....	2,766
Accumulated deficit .....	(11,087)
Minimum pension liability, Debtors only .....	(1,738)
Accumulated other comprehensive loss, including minimum pension liability of non-Debtor subsidiaries .....	23
Treasury stock, at cost (3.2 million shares).....	(52)
Total stockholders' deficit .....	(10,082)
Total liabilities and stockholders' deficit.....	\$ 13,111

The accompanying notes are an integral part of the financial statements.

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**CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENT OF CASH FLOWS**  
**(Non-filed entities, principally non-U.S. subsidiaries, excluded from Debtor group)**

	<b>Month Ended</b> <b>November 30, 2006</b> <b>(in millions)</b>
Cash flows from operating activities:	
Net loss .....	\$ (226)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization .....	54
Pension and other postretirement benefit expenses.....	97
Equity income from unconsolidated subsidiaries, net of tax.....	(6)
Equity loss from non-Debtor subsidiaries, net of tax .....	3
Reorganization items .....	5
Changes in operating assets and liabilities:	
Accounts receivable, net .....	112
Inventories, net.....	20
Prepaid expenses and other .....	17
Accounts payable, accrued and other long-term liabilities .....	(119)
Pension contributions.....	(1)
Other postretirement benefit payments .....	(28)
Receipts (payments) for reorganization items, net.....	(2)
Other .....	(17)
Net cash used in operating activities .....	(91)
Cash flows from investing activities:	
Capital expenditures.....	(22)
Other .....	5
Net cash used in investing activities .....	(17)
Cash flows from financing activities:	
Repayments of borrowings under other debt .....	(1)
Net cash used in financing activities .....	(1)
Decrease in cash and cash equivalents.....	(109)
Cash and cash equivalents at beginning of period .....	448
Cash and cash equivalents at end of period.....	\$ 339

The accompanying notes are an integral part of the financial statements.

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**NOTES TO MONTHLY OPERATING REPORT**

**1. Background and Organization**

**General** – Delphi Corporation (“Delphi” or the “Company”) is a world-leading supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology.

**Chapter 11 Reorganization Cases** – On October 8, 2005, Delphi and certain of its United States (“U.S.”) subsidiaries (the “Initial Filers”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”), and on October 14, 2005, three additional U.S. subsidiaries of Delphi (collectively with the Initial Filers, the “Debtors”) filed voluntary petitions for relief under the Bankruptcy Code (the Debtors’ October 8, 2005 and October 14, 2005 filings are referred to herein collectively as the “Chapter 11 Filings”). See the second page of this report for a listing of the Debtors and case number information. The Debtors will continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court. Delphi’s non-U.S. subsidiaries were not included in the filings and will continue their business operations without supervision from U.S. courts. On October 17, 2005 the Office of the United States Trustee for the Southern District of New York appointed a statutory committee of unsecured creditors. The composition of the creditors’ committee was subsequently changed. On March 22, 2006, the Court granted a motion to create an equity committee to represent the interests of Delphi’s stock owners and on April 28, 2006, the U.S. Trustee appointed a committee of equity security holders in these chapter 11 cases. The equity committee’s composition was also later changed.

On January 20, 2006, the Debtors filed with the Court the Schedules of Assets and Liabilities and Statements of Financial Affairs (the “Schedules and Statements”), as required by the Bankruptcy Code. In addition, on February 1, 2006 and April 18, 2006, the Debtors filed certain amendments to the Schedules and Statements.

On February 3, 2006, the United States Trustee convened a meeting of creditors of Delphi pursuant to section 341 of the Bankruptcy Code. A section 341 meeting is a statutorily mandated meeting of creditors, presided over by the United States Trustee, at which a debtor’s representatives appear. All creditors of the debtor are entitled to attend a section 341 meeting. At the conclusion of the section 341 meeting, the United States Trustee closed the meeting.

On April 12, 2006, the Court established a bar date of July 31, 2006 for filing proofs of claim against the Debtors’ estates.

On December 18, 2006, the Debtors accepted a proposal for an equity purchase and commitment agreement (the “Equity Purchase and Commitment Agreement”) with affiliates of Appaloosa Management L.P., Cerberus Capital Management, L.P., and Harbinger Capital Partners Master Fund I, Ltd., as well as Merrill Lynch & Co. and UBS Securities LLC (collectively, the “Plan Investors”). Under the Equity Purchase and Commitment Agreement, the Plan Investors agreed to invest up to \$3.4 billion in preferred and common equity in the reorganized Delphi to support the Debtors’ transformation plan and its Plan Framework Support Agreement (see definition below). The Equity Purchase and Commitment Agreement is subject to the completion of due diligence, satisfaction or waiver of numerous other conditions (including Delphi’s achievement of consensual agreements with its U.S. labor unions and GM), and the non-exercise by either Delphi or the Plan Investors of certain termination rights.

Also, on December 18, 2006, the Company entered into a plan framework support agreement (the “Plan Framework Support Agreement”) with the Plan Investors and GM. The Plan Framework Support Agreement outlines certain proposed terms of the Debtors’ anticipated plan of reorganization, including the distributions to be made to creditors and shareholders, the treatment of GM’s claims, the resolution of certain pension funding issues, and the corporate governance of the reorganized Debtors. The Plan Framework Support Agreement as well as the economics and structure of the plan framework itself are expressly conditioned on the Debtors’ reaching consensual agreements with their U.S. labor unions and GM.

Contemporaneously with the issuance of these announcements on December 18, 2006, the Debtors sought authorization and approval of the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement, which are scheduled to be heard by the Court on January 11, 2007.

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**2. Basis of Presentation**

***Condensed Combined Debtor-in-Possession Financial Statements*** – The financial statements and supplemental information contained herein are unaudited, preliminary and may not comply with generally accepted accounting principles in the United States of America (“U.S. GAAP”), in all material respects. In addition, the financial statements and supplemental information contained herein represent the condensed combined financial information for the Debtors only. Delphi’s non-Debtor subsidiaries are treated as non-consolidated subsidiaries in the attached financial statements and as such, their net income (loss) is included as “Equity income from non-Debtor subsidiaries, net of tax” in the statement of operations and their net assets are included as “Investments in non-Debtor subsidiaries” in the balance sheet.

American Institute of Certified Public Accountants Statement of Position 90-7, “Financial Reporting by Entities in Reorganization under the Bankruptcy Code” (“SOP 90-7”), which is applicable to companies in chapter 11, generally does not change the manner in which financial statements are prepared. It does require, however, that the financial statements for periods subsequent to the filing of the chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. The Debtors’ financial statements contained herein have been prepared in accordance with the guidance in SOP 90-7.

The unaudited combined financial statements have been derived from the books and records of the Debtors. This information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with U.S. GAAP, and upon the application of such procedures (such as tests for asset impairment), the Debtors believe that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes primarily normal recurring adjustments but does not include all of the adjustments that would typically be made for quarterly financial statements in accordance with U.S. GAAP. As of November 30, 2006, certain prepaid balances and pre- and postpetition trade accounts payable balances are subject to further review and possible reclassification. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Therefore, this report should be read in conjunction with our consolidated financial statements and notes thereto included in our 2005 Annual Report on Form 10-K and our 2006 Quarterly Reports on Form 10-Q that were filed with the United States Securities and Exchange Commission.

The results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations, financial position and cash flows of the Debtors in the future.

***Intercompany Transactions*** – Intercompany transactions between Debtors have been eliminated in the financial statements contained herein. Intercompany transactions with the Debtors’ non-Debtor subsidiaries have not been eliminated in the financial statements and are reflected as intercompany receivables, loans, and payables.

***General Motors and Affiliates*** – Includes activity with General Motors Corporation (“GM”) and its consolidated subsidiaries. Activity with GM’s non-consolidated subsidiaries (such as GM Shanghai) and activity with other Tier 1 suppliers who sell directly to GM is classified as other (non-GM) customer activity.

***Restricted Cash*** – Primarily includes balances restricted for use for the pre-retirement portion of the special attrition program.

***Property*** – Includes property, plant, and equipment and is recorded at cost net of accumulated depreciation.

***Special Attrition Program*** – On March 22, 2006, Delphi, GM and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (“UAW”) agreed on a special attrition program, and on May 5, 2006, the Court entered an order approving the motion with certain modifications. The order was subsequently amended on May 12, 2006. The special attrition program offered, among other things, certain eligible Delphi U.S. hourly employees represented by the UAW normal and early voluntary retirements with a lump sum incentive payment of \$35,000, which is being paid by GM. The program also provided a pre-retirement program and the ability for certain UAW-represented employees to transfer to and retire from GM. On June 5, 2006, Delphi, GM, and the UAW subsequently agreed on a supplemental agreement that expanded the special attrition program to include a pre-retirement program for employees with 26 years of credited service and provided buyout payments

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which, depending on the amount of seniority or credited service, ranged from \$40,000 to \$140,000. GM has agreed to pay one-half of these buyout amounts. The supplemental agreement was approved by the Court on June 29, 2006 and on July 7, 2006 the Court entered an order approving the motion. Approximately 21,800 U.S. hourly employees represented by the UAW were eligible for buyout payments, with approximately 14,700 of those employees eligible to participate in the retirement and pre-retirement programs. The application period for eligible employees to elect an option under the supplemental agreement ended September 15, 2006. Approximately 13,800 UAW-represented employees elected to participate in the special attrition program.

On June 16, 2006, Delphi, GM, and the Industrial Division of the Communication Workers of America, AFL-CIO, CLC ("IUE-CWA") reached agreement on the terms of a special attrition program which mirrors in all material respects the UAW special attrition program taken together with the UAW supplemental agreement. GM has agreed to pay the incentive payment of \$35,000 and to pay one-half of the buyout payments, except for employees at Delphi's New Brunswick operations, with respect to whom previously agreed upon terms apply. The IUE-CWA special attrition program was approved by the Court on June 29, 2006 and on July 7, 2006, the Court entered an order approving the motion. Approximately 7,500 U.S. hourly employees represented by the IUE-CWA were eligible for buyout payments, with approximately 3,200 of those employees eligible to participate in the retirement and pre-retirement programs. The application period for eligible employees to elect an option under the special attrition program ended August 9, 2006. Approximately 6,300 IUE-CWA-represented employees elected to participate in the special attrition program.

The Debtors have recorded postemployment wage and benefit charges in "U.S. employee special attrition program charges" of approximately \$1 billion year to date for the pre-retirement and buyout portions of the cost of the special attrition programs for UAW and IUE-CWA-represented hourly employees who elected to participate in the special attrition program. In addition, the Debtors recorded a net pension and postemployment benefit curtailment charge in "U.S. employee special attrition program charges" of approximately \$1.9 billion year to date, primarily due to reductions in anticipated future service as a result of the retirements.

As a result of the special attrition program, the Debtors determined that previously recorded accruals for postemployment benefits, representing the future cash expenditures expected during the period between the idling of affected employees and the time when such employees are redeployed, retire, or otherwise terminate their employment, were no longer necessary and accordingly were released. The Debtors have recorded credits in "Cost of Sales" of approximately \$107 million year to date as a result of the release of previously recorded postemployment benefit accruals.

As discussed above, GM agreed to pay the lump sum incentive payments of \$35,000 per eligible employee, and one-half of the buyout payments ranging from \$40,000 to \$140,000 per eligible employee, depending on the amount of seniority or credited service. Since, however, all of the underlying employee payroll and related data resides in the Debtors' recordkeeping systems, Delphi in conjunction with GM determined that the most practical and expeditious way to make these payments timely would be for the Debtors to pay their employees directly and invoice GM for reimbursement of the amounts paid. Delphi has recorded approximately \$255 million in the balance sheet caption "Accounts Receivable, net – General Motors and affiliates" for these amounts owed by GM as of November 30, 2006. Delphi will invoice GM as these amounts are paid to employees upon their retirement or exit from Delphi.

**Contractual Interest Expense** – Contractual interest expense represents amounts due under the contractual terms of outstanding debt during the month, including unsecured debt subject to compromise for which interest expense is not recognized in the income statement in accordance with the provisions of SOP 90-7.

**Taxes** – Delphi accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes," and recognizes current and deferred income tax assets and liabilities based upon all events that have been recognized in the consolidated financial statements as measured by the enacted tax laws. Due to the Company's history of U.S. losses over the past years, combined with the deterioration in its current U.S. operating outlook, during the fourth quarter of 2004, Delphi established a 100% valuation allowance against its U.S. deferred tax assets. As a result, Delphi discontinued recognizing income tax benefits for net operating losses incurred in periods subsequent to December 31, 2004 and continues to record a 100% valuation allowance against all U.S. deferred tax assets.

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The Debtors have received authorization, but not direction, to pay sales, use, trust fund, and certain other taxes in the normal course. Accordingly, the Debtors have paid the applicable taxes when due. See the schedules of payroll and other taxes paid for additional information regarding taxes paid.

**3. Debtor-in-Possession (“DIP”) Financing**

On October 14, 2005, Delphi entered into a Revolving Credit, Term Loan and Guaranty Agreement (the “DIP Credit Facility”) to borrow up to \$2.0 billion from a syndicate of lenders. The DIP Credit Facility consists of a \$1,750 million revolving facility and a \$250 million term loan facility (collectively, the “DIP Loans”). The DIP Credit Facility contains various representations, warranties, and covenants by the Debtors that are customary for transactions of this nature, including (without limitation) reporting requirements and maintenance of financial covenants.

On October 27, 2005, Delphi entered into the First Amendment to the DIP Credit Facility (the “First Amendment”). Under the terms of the First Amendment the Company has agreed, among other things, to mandatory prepayments from Asset Sales and Recovery Events (each as defined in the First Amendment). The First Amendment also modified the terms of the Borrowing Base (as defined in the DIP Credit Facility) computation, which limits the amount outstanding under the DIP Loans at any one time.

On October 28, 2005, the Court granted, on a final basis, the Debtors’ motion for approval of the DIP financing order. The DIP financing order granted final approval of the DIP Credit Facility, as amended, and final approval of an adequate protection package for certain prepetition facilities. Following approval of the final DIP financing order, the Debtors have access to \$2 billion in DIP financing subject to the terms and conditions set forth in the DIP financing documents, as amended, and \$2.5 billion under certain prepetition facilities, for a total financing of \$4.5 billion.

On November 21, 2005, Delphi entered into an Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement (the “Amended DIP Credit Facility”) which, among other things, adds new lenders to the DIP Credit Facility, increases the interest rate that was provided under the DIP Credit Facility, and alters the provisions regarding future amendments. The Amended DIP Credit Facility carries an interest rate at the option of Delphi of either (i) the Administrative Agent’s Alternate Base Rate (as defined in the Amended DIP Credit Facility) plus 1.75% or (ii) 2.75% above the Eurodollar base rate, which is the London Interbank Borrowing Rate (“LIBOR”). The LIBOR interest rate period can be set at a one, three, or six-month period as selected by Delphi in accordance with the terms of the Amended DIP Credit Facility. Accordingly, the interest rate will fluctuate based on the movement of the Alternate Base Rate or LIBOR through the term of the DIP Loans. The Amended DIP Credit Facility will expire on the earlier of October 8, 2007 and the date of substantial consummation of a Reorganization Plan that is confirmed pursuant to an order of the Court. Borrowings under the Amended DIP Credit Facility are prepayable at Delphi’s option without premium or penalty.

Also on November 21, 2005, the \$250 million term loan was funded. Effective November 24, 2006, the Company elected to pay interest on the term loan at LIBOR plus 2.75% for a three month period. As of November 30, 2006, there were no amounts outstanding under the DIP revolving facility, but the Company had approximately \$95 million in letters of credit outstanding under the DIP revolving facility as of that date.

Given the current favorable conditions in the capital markets, the Debtors are seeking to refinance the Amended DIP Credit Facility and prepetition term and revolver loan facility with a \$4.5 billion replacement DIP financing facility on more favorable terms than the combined facilities. Accordingly, on December 18, 2006, the Debtors filed a motion with the Court seeking authority to enter into the replacement facility and this matter is currently scheduled to be heard by the Court on January 5, 2007.

**4. Reorganization Items**

SOP 90-7 requires reorganization items such as realized gains and losses from the settlement of prepetition liabilities, provisions for losses resulting from the reorganization and restructuring of the business, as well as professional fees directly related to the process of reorganizing the Debtors under chapter 11, to be separately disclosed.

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The Debtors' reorganization items consist of the following:

	Month Ended November 30, 2006	Year to Date January 1 to November 30, 2006
	(in millions)	
Professional fees directly related to reorganization .....	\$ (11)	\$ (129)
Interest income.....	5	73
Gain on settlement of prepetition liabilities .....	1	4
Total Reorganization Items.....	<u>\$ (5)</u>	<u>\$ (52)</u>

Professional fees directly related to the reorganization ("Professional Fees") include fees and reimbursable expenses associated with advisors to the Debtors, unsecured creditors, secured creditors, and unions. Professional Fees also include approximately \$10 million year to date of fees for certain legal advisors to GM. Professional Fees for the month ended November 30, 2006 were estimated by the Debtors and will be reconciled to actual invoices when received.

### **5. Liabilities Subject To Compromise**

As a result of the Chapter 11 Filings, the payment of prepetition indebtedness is subject to compromise or other treatment under a plan of reorganization. Generally, actions to enforce or otherwise effect payment of pre-chapter 11 liabilities are stayed. Although prepetition claims are generally stayed, at hearings held in mid October 2005 and November 2005, the Court granted final approval of the Debtors' "first day" motions generally designed to stabilize the Debtors' operations and covering, among other things, human capital obligations, supplier relations, customer relations, business operations, tax matters, cash management, utilities, case management, and retention of professionals.

The Debtors have been paying and intend to continue to pay undisputed postpetition claims in the ordinary course of business. In addition, the Debtors may reject prepetition executory contracts and unexpired leases with respect to the Debtors' operations with the approval of the Court. Damages resulting from rejection of executory contracts and unexpired leases are treated as general unsecured claims and will be classified as liabilities subject to compromise. On April 12, 2006, the Court entered an order establishing July 31, 2006 as the bar date. The bar date was the date by which claims against the Debtors arising prior to the Debtors' Chapter 11 Filings were required to be filed if the claimants were to receive any distribution in the chapter 11 cases. On April 17, 2006, the Debtors commenced notification, including publication, to all known actual and potential creditors informing them of the bar date and the required procedures with respect to the filing of proofs of claim with the Court. Any differences between claim amounts listed by the Debtors in their Schedules of Assets and Liabilities (as amended) and claims filed by creditors will be investigated and, if necessary, the Court will make the final determination as to the amount, nature, and validity of claims.

As of November 2, 2006, the Debtors received approximately 16,000 proofs of claim, a portion of which assert, in part or in whole, unliquidated claims. In addition, the Debtors have compared proofs of claim received to scheduled liabilities and determined that there are certain scheduled liabilities for which no proof of claim was filed. In the aggregate, total proofs of claim and scheduled liabilities assert approximately \$37 billion in liquidated amounts plus certain unliquidated amounts. Although the Debtors have not completed the process of reconciling these proofs of claim and thus the ultimate amount of such liabilities is not determinable at this time, the Debtors believe that the aggregate amount of claims filed is likely to exceed the amount that will ultimately be allowed by the Court. To date, the Debtors have objected to approximately 8,300 proofs of claim which asserted approximately \$8.9 billion in aggregate liquidated amounts plus additional unliquidated amounts. The Court has entered orders disallowing approximately 6,800 of those proofs of claim, which orders reduced the amount of asserted claims by approximately \$6.4 billion in aggregate liquidated amounts plus additional unliquidated amounts. The Debtors anticipate that additional proofs of claim will be the subject of future objections as such proofs of claim are reconciled. Nonetheless, the determination of how liabilities will ultimately be settled and treated cannot be made until the Court approves a chapter 11 plan of reorganization. Classification for purposes of these financial statements of any prepetition liabilities on any basis other than liabilities subject to compromise is not an admission against interest or legal conclusion by the Debtors as to the manner of classification, treatment, allowance, or payment in the Debtors' chapter 11 cases, including in connection with any plan of reorganization that may be confirmed by the Court and that may become effective pursuant to the Court's order.

**DELPHI CORPORATION, et al.  
NOTES TO MONTHLY OPERATING REPORT**

SOP 90-7 requires prepetition liabilities that are subject to compromise to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, or other events. Liabilities subject to compromise consist of the following:

	<b>November 30, 2006</b> <b>(in millions)</b>
Pension obligations.....	\$ 4,699
Postretirement obligations other than pensions, including amounts payable to GM.....	7,935
Debt and notes payable.....	2,445
Accounts payable.....	866
Other.....	860
Total Liabilities Subject to Compromise.....	<b>\$ 16,805</b>

**6. Postpetition Accounts Payable**

To the best of the Debtors' knowledge, all undisputed postpetition accounts payable have been and are being paid under agreed-upon payment terms.

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF PAYROLL AND PAYROLL TAXES WITHHELD AND INCURRED**  
**MONTH ENDED NOVEMBER 30, 2006**

<b>Gross Wages Paid</b>	<b>Employee Payroll Taxes Withheld</b>	<b>Employer Payroll Taxes Owed</b>
\$ 342,903,460	\$ 94,488,317	\$ 21,971,707

Note: As disclosed in Note 2 "Basis of Presentation – Special Attrition Program," certain eligible Delphi U.S. hourly employees represented by the UAW and the IUE-CWA received lump sum incentive payments or buyout payments. These payments were made by Delphi and are wholly or partially reimbursed by GM, and are included in the schedule above.

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF PAYROLL TAXES PAID**  
**MONTH ENDED NOVEMBER 30, 2006**

Payee	Payroll Taxes Paid
Internal Revenue Service	\$ 93,161,217
State of Ohio	3,863,729
City of Warren, OH	482,265
City of Dayton, OH	373,538
City of Moraine, OH	315,830
City of Kettering, OH	209,596
City of Rita, OH	102,125
City of Vandalia, OH	63,392
Ohio School District	50,337
City of Columbus, OH	44,854
City of Hubbard, OH	10,973
City of Trotwood, OH	8,818
City of Huron, OH	4,186
City of Springfield, OH	3,615
City of Lordstown, OH	3,182
City of Toledo, OH	2,101
City of Dublin, OH	2,030
City of W Carrollton, OH	1,544
City of Cincinnati, OH	411
City of Akron, OH	243
City of Canton, OH	109
City of Mansfield, OH	68
State of Michigan	2,889,934
City of Saginaw, MI	143,004
City of Flint, MI	116,805
City of Detroit, MI	10,988
City of Grand Rapids, MI	2,791
City of Walker, MI	1,944
City of Pontiac, MI	473
City of Lansing, MI	94
State of Indiana	2,194,419
State of New York	2,040,531
State of Alabama	844,504
City of Gadsden, AL	13,439
State of Mississippi	599,405
State of Wisconsin	408,723
State of Georgia	90,013
State of Pennsylvania	85,933
City of Philadelphia, PA	216
City of Towamencin, PA	36
State of Oklahoma	62,517
State of California	43,982
State of Illinois	27,114
State of Colorado	20,590
City of Denver, CO	1,351
State of South Carolina	12,941
State of New Jersey	9,790
State of Kansas	7,378
State of Missouri	3,602
State of Virginia	2,694
State of North Carolina	2,607
State of Oregon	2,113
State of Kentucky	1,891
State of Louisiana	968
State of Maryland	869
State of Connecticut	858
State of Arkansas	633
State of Minnesota	552

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF PAYROLL TAXES PAID**  
**MONTH ENDED NOVEMBER 30, 2006**

<b>Payee</b>	<b>Payroll Taxes Paid</b>
State of Delaware	\$ 247
State of Arizona	168
Inland Revenue Service (UK)	681,504
Country of Switzerland	5,997
Total	<u>\$ 109,037,781</u>

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF OTHER TAXES COLLECTED, INCURRED AND PAID**  
**MONTH ENDED NOVEMBER 30, 2006**

Taxing Jurisdiction	Tax Type	Tax Due	Tax Paid
State of Ohio	Use	\$ 382,875	\$ 382,875
State of Michigan	Use	258,385	258,385
State of Indiana	Use	197,912	197,912
State of New York	Use	122,494	122,494
State of Mississippi	Use	38,865	38,865
Limestone County, Alabama (Payee ALATAX - Tax Trust Account)	Use	35,004	35,004
State of Texas	Use	18,850	18,850
State of Wisconsin	Use	9,280	9,280
State of Georgia	Use	5,927	5,927
Gadsden City, Alabama (Payee ALATAX - Tax Trust Account)	Use	4,919	4,919
Tuscaloosa County, Alabama	Use	1,321	1,321
Etowah County, Alabama (Payee ALATAX - Tax Trust Account)	Use	1,069	1,069
City of Coaling, Alabama (Payee ALATAX - Tax Trust Account)	Use	395	395
Colorado Dept of Revenue	Use	268	268
Ohio Treasurer of State	Commercial Activity	334,455	334,455
State of Ohio	Kilowatt Hour	69,565	69,565
Spartanburg County Tax Collector, South Carolina	Personal Property	27,204	27,204
Marion County, Indiana	Personal Property	9,791	9,791
Hardin County, Kentucky	Personal Property	4,900	4,900
Henderson County, Kentucky	Personal Property	2,819	2,819
Allen County, Indiana	Personal Property	2,753	2,753
Troup County, Georgia	Personal Property	1,743	1,743
Campbell County, Virginia	Personal Property	1,701	1,701
Tipton County, Indiana	Personal Property	1,185	1,185
St. Joseph County, Indiana	Personal Property	835	835
Johnson County, Indiana	Personal Property	744	744
Wayne County, Indiana	Personal Property	513	513
Fayette County, Georgia	Personal Property	486	486
Henry County, Indiana	Personal Property	364	364
Noble County, Indiana	Personal Property	347	347
Clinton County, Indiana	Personal Property	296	296
Washington County, Oregon	Personal Property	256	256
Spalding County, Georgia	Personal Property	251	251
Jefferson County, Kentucky	Personal Property	212	212
Shelby County, Indiana	Personal Property	172	172
Kosciusko County, Indiana	Personal Property	169	169
Adams County, Indiana	Personal Property	158	158
Huntington County, Indiana	Personal Property	152	152
Blackford County, Indiana	Personal Property	120	120
Clayton County, Georgia	Personal Property	119	119
Ripley County, Indiana	Personal Property	103	103
Lagrange County, Indiana	Personal Property	90	90
Scott County, Indiana	Personal Property	64	64
Wells County, Indiana	Personal Property	56	56
Grant County, Kentucky	Personal Property	47	47
Switzerland County, Indiana	Personal Property	45	45
Jay County, Indiana	Personal Property	44	44
Dubois County, Indiana	Personal Property	42	42

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF OTHER TAXES COLLECTED, INCURRED AND PAID**  
**MONTH ENDED NOVEMBER 30, 2006**

Taxing Jurisdiction	Tax Type	Tax Due	Tax Paid
Marshall County, Indiana	Personal Property	\$ 27	\$ 27
Whitley County, Indiana	Personal Property	23	23
Bartholomew County, Indiana	Personal Property	20	20
Butler County, Kentucky	Personal Property	15	15
Fulton County, Indiana	Personal Property	15	15
Hamilton County, Indiana	Personal Property	15	15
Vanderburgh County, Indiana	Personal Property	14	14
Jennings County, Indiana	Personal Property	10	10
Lawrence County, Indiana	Personal Property	5	5
Gibson County, Indiana	Personal Property	4	4
Jasper County, Indiana	Personal Property	4	4
Wabash County, Indiana	Personal Property	3	3
Vigo County, Indiana	Personal Property	1	1
State of Alabama	Consumer Use	36,610	36,610
	Withholding (Non-Payroll)	34,739	34,739
Internal Revenue Service	Franchise	33,000	33,000
Delaware Secretary of State			
Spartanburg County Tax Collector, South Carolina	Real Property	23,246	23,246
Henry County, Indiana	Real Property	4,168	4,168
State of Alabama	Seller's Use	18,201	18,201
State of California Board of Equalization	Sales & Use	321	321
South Carolina Department of Revenue	Sales & Use	49	49
Colorado Dept of Revenue	Utility	165	165
Colorado Dept of Revenue	Sales	124	124
Total		\$ 1,690,144	\$ 1,690,144

Note 1: The amounts listed above for tax due and tax paid include postpetition taxes and only those prepetition taxes for which the Debtors have received Court authorization to pay. Accordingly, certain prepetition taxes (primarily on real and personal property) that the Debtors do not have authority to pay are not included in the schedule above. Such prepetition taxes are included in the balance sheet as part of "Liabilities Subject to Compromise."

Note 2: Certain Debtors also pay transaction taxes such as value added tax ("VAT") to certain foreign countries based upon the purchase or supply of goods or services within the country and the importation of goods into the country from outside the country. For the purchase of goods or services in certain foreign countries, VAT may either be collected by the supplier from the Debtors or paid directly by the Debtors through self-assessment. For the supply of goods or services in certain foreign countries, the Debtors may collect VAT from the customers and remit the tax to the foreign governments. Upon importation in certain countries, VAT may be paid by the Debtors. In most cases, VAT is recoverable either as an input VAT credit or as a refund. The process of calculating VAT owed or refundable is a complex process of netting VAT paid, collected, and remitted. To the best of the Company's knowledge, all VAT has been paid and is being paid when due. In addition, certain Debtors incur foreign withholding taxes on certain payments from various foreign non-Debtor subsidiaries. These foreign withholding taxes generally apply to interest, royalties, dividends, and service payments received from certain foreign non-Debtor subsidiaries. The foreign withholding taxes are required to be withheld by the foreign non-Debtor subsidiaries and paid over to the foreign tax authorities on behalf of the Debtors. To the best of the Company's knowledge, all foreign withholding taxes have been withheld by the foreign non-Debtor subsidiaries when required to be withheld and paid over to the appropriate foreign tax authorities when due. These foreign tax payments have not been included in the schedule above.

**DELPHI CORPORATION, et al.**  
**SCHEDULE OF DISBURSEMENTS**  
**MONTH ENDED NOVEMBER 30, 2006**

Debtor Name	Case Number	Amount <sup>(4)</sup>
Delphi NY Holdings Corporation	05-44480	\$ -
Delphi Corporation	05-44481	-
ASEC Manufacturing General Partnership	05-44482	-
ASEC Sales General Partnership	05-44484	-
Environmental Catalysts, LLC	05-44503	-
Delphi Medical Systems Colorado Corporation	05-44507	3,029,773
Delphi Medical Systems Texas Corporation	05-44511	1,083,697
Delphi Medical Systems Corporation	05-44529	1,107,411
Specialty Electronics International Ltd.	05-44536	-
Specialty Electronics, Inc.	05-44539	516,841
Delphi Liquidation Holding Company	05-44542	-
Delphi Electronics (Holding) LLC	05-44547	-
Delphi Technologies, Inc.	05-44554	2,282,111
Delphi Automotive Systems Tennessee, Inc.	05-44558	-
Delphi Mechatronic Systems, Inc.	05-44567	10,441,559
Delphi Automotive Systems Risk Management Corporation	05-44570	-
Exhaust Systems Corporation	05-44573	9,631,229
Delphi China LLC	05-44577	-
Delphi Automotive Systems Korea, Inc.	05-44580	233,895
Delphi International Services, Inc.	05-44583	9,067,726
Delphi Automotive Systems Thailand, Inc.	05-44586	-
Delphi Automotive Systems International, Inc.	05-44589	-
Delphi International Holdings Corporation	05-44591	-
Delphi Automotive Systems Overseas Corporation	05-44593	11,443
Delphi Automotive Systems (Holding), Inc.	05-44596	-
Delco Electronics Overseas Corporation	05-44610	8,562,371
Delphi Diesel Systems Corporation	05-44612	41,112,158
Delphi LLC	05-44615	-
Aspire, Inc.	05-44618	264,048
Delphi Integrated Service Solutions, Inc.	05-44623	153,764
Delphi Connection Systems	05-44624	5,117,209
Packard Hughes Interconnect Company	05-44626	-
DREAL, Inc.	05-44627	-
Delphi Automotive Systems Services LLC	05-44632	195,243,507
Delphi Services Holding Corporation	05-44633	-
Delphi Automotive Systems Global (Holding), Inc.	05-44636	-
Delphi Foreign Sales Corporation	05-44638	-
Delphi Automotive Systems Human Resources LLC	05-44639	158,151,583
Delphi Automotive Systems LLC	05-44640	1,492,454,076
Delphi Furukawa Wiring Systems LLC	05-47452	385,727
Delphi Receivables LLC	05-47459	-
MobileAria, Inc.	05-47474	-

(4) Operating expenses for the month ended November 30, 2006 were used as a proxy for disbursements.